

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF SOUTH CAROLINA

Case number (if known) Chapter 7

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/24

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Upstate Craft Beer, LLC

2. All other names debtor used in the last 8 years

DBA Eighth State Brewing Company

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 47-2341154

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

400 Augusta Street
Suite 140
Greenville, SC 29601

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Greenville
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.eighthstatebrewing.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **Upstate Craft Beer, LLC** Case number (if known) _____
Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3241

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☒ Chapter 7
☐ Chapter 9

☐ Chapter 11. Check **all** that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 4/01/25 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
☐ Yes.

Debtor **Upstate Craft Beer, LLC** Case number (if known) _____
Name

List all cases. If more than 1,
attach a separate list

Debtor _____ Relationship _____
District _____ When _____ Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☒ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Upstate Craft Beer, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 1, 2024**
MM / DD / YYYY

X /s/ Jack McDonald

Signature of authorized representative of debtor

Jack McDonald

Printed name

Title **Manager**

18. Signature of attorney

X /s/ Jason M Ward

Signature of attorney for debtor

Date **November 1, 2024**

MM / DD / YYYY

Jason M Ward 11530

Printed name

Jason Ward Law, LLC

Firm name

**311 Pettigru St
Greenville, SC 29601**

Number, Street, City, State & ZIP Code

Contact phone **864-239-0007**

Email address **Jason@WardLawSC.com**

11530 SC

Bar number and State

COMPANY RESOLUTION
of
UPSTATE CRAFT BEER, LLC


The undersigned, in their capacity as Managers of Upstate Craft Beer, LLC, do hereby certify that the following resolutions were adopted by the Company by unanimous consent of the Managers and hereby represent, warrant, and certify that:

1. The Managers of Upstate Craft Beer, LLC (hereinafter, the "Company") are Jack McDonald and Christopher Phillips.
2. The authority granted herein is not contrary to the provisions of the Company's Articles of Organization, Certificate of Existence, or Operating Agreement.
3. Upstate Craft Beer, LLC is a limited liability company duly organized and doing business in South Carolina, in good standing with the South Carolina Secretary of State.
4. Per the Company's Operating Agreement, section 3.3 allows the managers to make certain decisions on behalf of the business regarding business operations, which includes but is not limited to ceasing business operations and pursuing bankruptcy without the consent of the Members, but not dissolving the Company.
5. The Managers have unanimously consented to immediately ceasing taproom and brewery operations as well as to pursue Chapter 7 bankruptcy in an effort to pay off old and newly discovered debts to take place as soon as practicable. The Managers shall inform the Members of such action.
6. The undersigned are authorized and empowered to execute and deliver on behalf of the Company (as applicable) any and all instruments and documentation necessary or appropriate to effectuate, evidence, secure, and perfect the ceasing of business operations and pursuing Chapter 7 bankruptcy, as well as to take any and all actions required to take such actions, with such approval to be conclusively evidenced by the execution and delivery thereof from:

Name:


Signature:

Jack McDonald



Jack Ryan McDonald (Oct 1, 2024 11:14 CDT)

Christopher Phillips



Christopher Phillips (Oct 1, 2024 23:28 PDT)

7. The Members may rely upon the authority conferred herein unless and until a modification or revocation of this Resolution is received.
8. The Company adopted this Resolution upon the unanimous, written consent of all Managers.

RESOLVED as of the 1st day of October, 2024.

COMPANY:

UPSTATE CRAFT BEER, LLC,
a South Carolina limited liability company


By: Jack McDonald (Oct 1, 2024 11:14 CDT)
Its: Manager


By: Christopher Phillips (Oct 1, 2024 23:28 PDT)
Its: Manager

UNANIMOUS CONSENT OF MANAGERS
of
UPSTATE CRAFT BEER, LLC

WHEREAS, Upstate Craft Beer, LLC (hereinafter, "Company") is a limited liability company duly organized and existing under the laws of the State of South Carolina, pursuant to those certain Articles of Organization filed with the South Carolina Secretary of State on July 14, 2014; and

WHEREAS, the Managers of the Company are Jack McDonald and Christopher Phillips; and

WHEREAS, the Managers of the Company are vested with the authority to make certain decisions on behalf of the Company without the need for approval or consent of the Members, including but not limited to ceasing business operations and pursuing bankruptcy, but not dissolving the Company; and

WHEREAS, the Managers unanimously agree that the financial condition of the Company is such that it is in the best interest of the Company to cease operations of its taproom and brewery and pursue Chapter 7 bankruptcy; and

WHEREAS, the Managers have fully considered the action and all material facts related thereto, and unanimously approved the action and associated transactions as described herein.

NOW, THEREFORE, it is hereby:

RESOLVED, that the Operating Agreement states that this transaction does not require Member approval; however, the Managers shall inform the Members of the action.

RESOLVED FURTHER, that the Managers approve the terms and conditions of the ceasing of business operations and pursuit of Chapter 7 bankruptcy.

RESOLVED FURTHER, that Jack McDonald and Christopher Phillips are expressly authorized to execute, on behalf of the Company, any and all instruments and documents necessary or appropriate to consummate the action and subsequent transition efforts, as applicable.

The undersigned, as a Managers of Upstate Craft Beer, LLC, do hereby certify that the foregoing resolutions were adopted by the Company by written consent of the Managers; the foregoing is a true and correct copy of the Resolution duly adopted; and said Resolution is in full force and effect.

CERTIFIED as of the 1st day of October, 2024.

COMPANY:

UPSTATE CRAFT BEER, LLC,
a South Carolina limited liability company


By: Jack McDonald (2024 11:14 CDT)
Its: Manager


By: Christopher Phillips (2024 11:13:28 PDT)
Its: Manager









The Eighth State | Documents for Signature

Final Audit Report

2024-10-02

Created:	2024-10-01
By:	Jamie Abodeely (jamie@bristowbeveragelaw.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAArgyPK_3Ec4r8JYp4AlfyvtQcKZZE7uPs

"The Eighth State | Documents for Signature" History

-  Document created by Jamie Abodeely (jamie@bristowbeveragelaw.com)
2024-10-01 - 4:03:46 PM GMT
-  Document emailed to Jack Ryan McDonald (jack.ryan.mcdonald@gmail.com) for signature
2024-10-01 - 4:03:51 PM GMT
-  Email viewed by Jack Ryan McDonald (jack.ryan.mcdonald@gmail.com)
2024-10-01 - 4:13:59 PM GMT
-  Document e-signed by Jack Ryan McDonald (jack.ryan.mcdonald@gmail.com)
Signature Date: 2024-10-01 - 4:14:45 PM GMT - Time Source: server
-  Document emailed to Christopher Phillips (christopherp1003@gmail.com) for signature
2024-10-01 - 4:14:47 PM GMT
-  Email viewed by Christopher Phillips (christopherp1003@gmail.com)
2024-10-02 - 6:27:52 AM GMT
-  Document e-signed by Christopher Phillips (christopherp1003@gmail.com)
Signature Date: 2024-10-02 - 6:28:43 AM GMT - Time Source: server
-  Agreement completed.
2024-10-02 - 6:28:43 AM GMT

B2030 (Form 2030) (12/15)

**United States Bankruptcy Court
District of South Carolina**

In re **Upstate Craft Beer, LLC**

Debtor(s)

Case No.

Chapter

7

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

☒ **FLAT FEE**

For legal services, I have agreed to accept	\$	7,500.00
Prior to the filing of this statement I have received	\$	0.00
Balance Due	\$	7,500.00

☐ **RETAINER**

For legal services, I have agreed to accept and received a retainer of \$

The undersigned shall bill against the retainer at an hourly rate of \$

[Or attach firm hourly rate schedule.] Debtor(s) have agreed to pay all Court approved fees and expenses exceeding the amount of the retainer.

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

In re **Upstate Craft Beer, LLC**

Debtor(s)

Case No. _____

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)
(Continuation Sheet)

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

November 1, 2024

Date

/s/ Jason M Ward

Jason M Ward 11530

Signature of Attorney

Jason Ward Law, LLC

311 Pettigru St

Greenville, SC 29601

864-239-0007 Fax: 864-239-0343

Jason@WardLawSC.com

Name of law firm

LOCAL OFFICIAL FORM 1007-1(b) TO SC LBR 1007-1

United States Bankruptcy Court
District of South Carolina

In re Upstate Craft Beer, LLC

Debtor(s)

Case No.

Chapter

7

CERTIFICATION VERIFYING CREDITOR MATRIX

The above named debtor, or attorney for the debtor if applicable, hereby certifies pursuant to South Carolina Local Bankruptcy Rule 1007-1 that the master mailing list of creditors submitted either on computer diskette, electronically filed via CM/ECF, or conventionally filed in a typed hard copy scannable format which has been compared to, and contains identical information to, the debtor's schedules, statements and lists which are being filed at this time or as they currently exist in draft form.

Master mailing list of creditors submitted via:

- (a) _____ computer diskette
- (b) _____ scannable hard copy
(number of sheets submitted _____)
- (c) X electronic version filed via CM/ECF

Date: November 1, 2024

/s/ Jack McDonald

Jack McDonald

Signature of Debtor

/s/ Jason M Ward

Signature of Attorney

Jason M Ward

Jason Ward Law, LLC

311 Pettigru St

Greenville, SC 29601

864-239-0007

Typed/Printed Name/Address/Telephone

11530 SC

District Court I.D. Number

400 AUGUSTA STREET INVESTORS, LLC
355 S. MAIN STREET
SUITE 903
GREENVILLE SC 29601

400 AUGUSTA STREET INVESTORS, LLC
55 BEATTIE PLACE
GREENVILLE SC 29601

AUGUSTA ROAD LTD COMPANY
18 EAST TALLULAH DRIVE
GREENVILLE SC 29605

AURAGRAPH
(C/O CARLOS RAMIREZ)
1341 WILDERNESS DRIVE
UNIT A
AUSTIN TX 78746

BANK OF TRAVELERS REST
PO BOX 1067
TRAVELERS REST SC 29690

BREWED EVENTS
6460 MAIN STREET
#204
HIALEAH FL 33014

BRISTOW BEVERAGE LAW
811 SAVANNAH HIGHWAY
SUITE 3
CHARLESTON SC 29407

CBRE INC
PO BOX 1508
GREENVILLE SC 29602

CELERO
728 N PLEASANTBURG DRIVE
GREENVILLE SC 29607

CITY OF GREENVILLE
PO BOX 2207
GREENVILLE SC 29602

DESIGN SINCE 86
2318 CALIFORNIA ST.
OCEANSIDE CA 92054

ELEVEN EVENTS
PO BOX 8188
GREENVILLE SC 29604

GALLIVAN, WHITE & BOYD P.A.
C/O CARTER R. MASSINGILL
55 BEATTIE PLACE
SUITE 1200
GREENVILLE SC 29601

GROUND CONTROL TOURING
45 MAIN ST #613
BROOKLYN NY 11201

LIME ADVENTURES
1021 DETROIT AVE.
CONCORD CA 94518

NIGHT CRAWLER AVL
11 SOUTHSIDE AVE
ASHEVILLE NC 28803

NITRO-DERM EAST
PO BOX 4803
GREENVILLE SC 29608

NUCO2
2800 SE MARKET PLACE
STUART FL 34997

PERMANENT HANGOVER
(C/O ANDY GODISH)
507 SANDRA LANE
CHESWICK PA 15024

PROFESSIONAL PARTY RENTALS (PPR)
17 HAYWOOD RD,
GREENVILLE SC 29607

PROOF WINE & SPIRITS
4504-B BENNETT MEMORIAL RD
DURHAM NC 27705

SC DEPARTMENT OF REVENUE
PO BOX 12265
COLUMBIA SC 29211

SHOPIFY
33 NEW MONTGOMERY ST
SUITE 750
SAN FRANCISCO CA 94105

SMALL BUSINESS ADMINISTRATION
105 N. PINE STREET
SPARTANBURG SC 29302

THE CHILDREN'S MUSEUM OF THE UPSTATE
300 COLLEGE STREET
GREENVILLE SC 29601

TWC SERVICES INC.
1629 POPLAR DR EXT
GREER SC 29651

UNITED BANK
3695 E NORTH ST
GREENVILLE SC 29615

VESTIS
222 KERNS AVENUE
GREENVILLE SC 29609

WEDNESDAY
(C/O HENDERSON COLE LAW)
55 CLARK AVE.
APT #2
OCEAN GROVE NJ 07756

WILD ANIMALS BREWING, LLC
2685 NW 105TH AVE
DORAL FL 33172

**United States Bankruptcy Court
District of South Carolina**

In re **Upstate Craft Beer, LLC**

Debtor(s)

Case No.
Chapter

7

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Upstate Craft Beer, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

November 1, 2024

Date

/s/ Jason M Ward

Jason M Ward 11530

Signature of Attorney or Litigant

Counsel for **Upstate Craft Beer, LLC**

Jason Ward Law, LLC

311 Pettigru St

Greenville, SC 29601

864-239-0007 Fax:864-239-0343

Jason@WardLawSC.com